

Hearing: February 15, 2017, at 9:30 a.m. (Atlantic Standard Time)

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</p> <p>as representative of</p> <p>THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i></p> <p>Debtors.<sup>1</sup></p>	<p>PROMESA Title III</p> <p>Case No. 17 BK 3283-LTS</p> <p>(Jointly Administered)</p>
<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</p> <p>as representative of</p> <p>PUERTO RICO ELECTRIC POWER AUTHORITY,</p> <p>Debtor.</p>	<p>PROMESA Title III</p> <p>Case No. 17 BK 4780-LTS</p> <p><b>Court Filing Relates Only to PREPA and Shall Only be Filed in Case No. 17 BK 4780-LTS</b></p>

**URGENT MOTION OF THE FINANCIAL  
OVERSIGHT AND MANAGEMENT BOARD  
FOR PUERTO RICO FOR LEAVE TO EXCEED  
PAGE LIMIT IN ITS OMNIBUS REPLY TO RESPONSES TO  
URGENT JOINT MOTION OF THE FINANCIAL OVERSIGHT  
AND MANAGEMENT BOARD FOR PUERTO RICO AND THE PUERTO  
RICO FISCAL AGENCY AND FINANCIAL ADVISORY AUTHORITY FOR ENTRY  
OF INTERIM AND FINAL ORDERS (A) AUTHORIZING POSTPETITION SECURED  
FINANCING, (B) GRANTING PRIMING LIENS AND PROVIDING SUPERPRIORITY**

<sup>1</sup> The Debtors in the jointly-administered Title III cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

**ADMINISTRATIVE EXPENSE CLAIMS, (C) MODIFYING THE AUTOMATIC STAY, (D) SCHEDULING A FINAL HEARING, AND (E) GRANTING RELATED RELIEF**

**To the Honorable United States District Court Judge Laura Taylor Swain:**

The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as the representative of the Puerto Rico Electric Power Authority (“PREPA”) in this Title III case pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),<sup>2</sup> respectfully submits this urgent motion (the “Urgent Motion”), requesting the entry of an order, substantially in the form annexed hereto as **Exhibit A** (the “Proposed Order”), allowing it to exceed the fifteen (15) page limit set forth in the *Third Amended Notice, Case Management and Administrative Procedures* [Case No. 17-03283-LTS; ECF No. 1512-1] (the “Case Management Procedures”) ¶ I.E for the replies in support of its *Urgent Joint Motion of the Financial Oversight and Management Board for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Entry of Interim and Final Orders (a) Authorizing Postpetition Secured Financing, (b) Granting Priming Liens and Providing Superpriority Administrative Expense Claims, (c) Modifying the Automatic Stay, (d) Scheduling a Final Hearing, and (e) Granting Related Relief* [ECF No. 549] (the “Postpetition Financing Motion”) by filing one reply addressing all objections and responses (the “Responses”) to its Postpetition Financing Motion, not to exceed twenty six (26) pages, exclusive of the cover page, the table of contents, the table of authorities, the signature page, exhibits, and the certificate of service (the “Omnibus Reply”).

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<sup>2</sup> PROMESA is codified at 48 U.S.C. §§ 2101-2241.

### **Jurisdiction and Venue**

1. The United States District Court for the District of Puerto Rico (the “Court”) has subject matter jurisdiction over this matter pursuant to PROMESA § 306(a).

2. Venue is proper pursuant to PROMESA § 307(a).

### **Relief Requested**

3. Paragraph I.E. of the Case Management Procedures provides that “[u]nless prior permission has been granted ... memoranda of law in support of Replies are limited to fifteen (15) pages....” Case Management Procedures ¶ I.E.

4. On January 27, 2018, the Oversight Board filed the Postpetition Financing Motion [ECF No. 549].

5. Between February 2, 2018, and February 3, 2018, twelve (12) separate Responses were filed in connection with the Postpetition Financing Motion [ECF Nos 563, 566, 568, 570, 571, 572, 578, 580, 583, 585 and 597] in Case No. 17-04780-LTS and [ECF No. 2335] in Case No. 17-03283-LTS, totaling 163 pages (excluding exhibits), and one (1) motion joining such Responses, [ECF No. 606] in Case No. 17-04780-LTS, totaling 2 pages.

6. Rather than filing twelve (12) separate Replies to the aforementioned Responses, in the interest of efficiency and for the convenience of the Court, the Oversight Board filed a single Omnibus Reply jointly addressing all twelve (12) Responses.

7. However, given the number and length of the Responses that are addressed in the Omnibus Reply, the Oversight Board was unable to meet the fifteen-page limit set forth in the *Third Amended Notice, Case Management and Administrative Procedures* [Case No. 17-03283-LTS; ECF No.1512-1].

8. Accordingly, the Oversight Board respectfully requests leave to file a Reply not to exceed twenty six (26) pages, exclusive of the cover page, the table of contents, the table of authorities, the signature page, exhibits, and the certificate of service.

9. The Oversight Board posits that the request made herein is reasonable in light of the circumstances described above.

10. Moreover, the Oversight Board hereby certifies that there is a true need for urgent relief and that such urgency was not created through any lack of due diligence.

11. Finally, no prior request for the relief sought in this Urgent Motion has been made to this or any other court.

WHEREFORE the Oversight Board respectfully requests the Court to enter the Proposed Order attached as **Exhibit A**, granting the relief requested herein and all other relief as is just and proper.

*[Remainder of Page Intentionally Left Blank]*

Dated: February 3, 2018  
San Juan, Puerto Rico

Respectfully submitted,

/s/ Martin J. Bienenstock

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*Co-Attorneys for the Financial Oversight  
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**CERTIFICATE OF SERVICE**

I hereby certify that, on this same date, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notifications of such filing to all CM/ECF participants in this case.

/s/Hermann D. Bauer  
Hermann D. Bauer

**EXHIBIT A**

**Proposed Order**

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

<div>In re:</div> <div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</div> <div>as representative of</div> <div>THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i></div> <div>Debtors.<sup>1</sup></div>	<div>PROMESA Title III</div> <div>Case No. 17 BK 3283-LTS</div> <div>(Jointly Administered)</div>
<div>In re:</div> <div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</div> <div>as representative of</div> <div>PUERTO RICO ELECTRIC POWER AUTHORITY,</div> <div>Debtor.</div>	<div>PROMESA Title III</div> <div>Case No. 17 BK 4780-LTS</div> <div><b>Court Filing Relates Only to PREPA and Shall Only be Filed in Case No. 17 BK 4780-LTS</b></div>

**ORDER ON  
URGENT MOTION OF THE FINANCIAL  
OVERSIGHT AND MANAGEMENT BOARD  
FOR PUERTO RICO FOR LEAVE TO EXCEED  
PAGE LIMIT IN ITS OMNIBUS REPLY TO RESPONSES TO  
URGENT JOINT MOTION OF THE FINANCIAL OVERSIGHT  
AND MANAGEMENT BOARD FOR PUERTO RICO AND THE PUERTO  
RICO FISCAL AGENCY AND FINANCIAL ADVISORY AUTHORITY FOR ENTRY**

<sup>1</sup> The Debtors in the jointly-administered Title III cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).



**OF INTERIM AND FINAL ORDERS (A) AUTHORIZING POSTPETITION SECURED FINANCING, (B) GRANTING PRIMING LIENS AND PROVIDING SUPERPRIORITY ADMINISTRATIVE EXPENSE CLAIMS, (C) MODIFYING THE AUTOMATIC STAY, (D) SCHEDULING A FINAL HEARING, AND (E) GRANTING RELATED RELIEF**

Upon the *Urgent Motion of the Financial Oversight and Management Board for Puerto Rico for Leave to Exceed Page Limit in its Omnibus Reply to Responses to Urgent Joint Motion of the Financial Oversight and Management Board for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Entry of Interim and Final Orders (a) Authorizing Postpetition Secured Financing, (b) Granting Priming Liens and Providing Superpriority Administrative Expense Claims, (c) Modifying the Automatic Stay, (d) Scheduling a Final Hearing, and (e) Granting Related Relief* (the “Urgent Motion”);<sup>2</sup> and the Court having found it has subject matter jurisdiction over this matter pursuant to section 306(a) of PROMESA; and it appearing that venue in this district is proper pursuant to section 307(a) of PROMESA; and the Court having found that PREPA provided adequate and appropriate notice of the Urgent Motion under the circumstances and that no other or further notice is required; and upon the record herein, after due deliberation thereon, the Court having found that good and sufficient cause exists for the granting of the relief as set forth herein,

**IT IS HEREBY ORDERED THAT:**

1. The Urgent Motion is GRANTED as set forth herein.
2. The Oversight Board may file one Omnibus Reply addressing all objections and responses (the “Responses”) to its Postpetition Financing Motion, not to exceed twenty six (26) pages, exclusive of the cover page, the table of contents, the table of authorities, the signature page, exhibits, and the certificate of service.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Urgent Motion.

3. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: \_\_\_\_\_, 2018

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HONORABLE LAURA TAYLOR SWAIN  
UNITED STATES DISTRICT COURT JUDGE